

Division of Behavioral Health Services
Office of the Assistant Director

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JANE DEE HULL, GOVERNOR
JAMES R. ALLEN, MD, MPH, DIRECTOR



August 12, 1999

Michael Zent, Ph.D., CEO
ValueOptions
Four Gateway Plaza
444 North 44th Street, Suite 400
Phoenix, Arizona 85008

re: ComCare Liquidation Proceeds Trust
Administrative Trustee Compensation Agreement

Dear Dr. Zent:


Pursuant to Section 5, paragraph (b)(5) of the Trust, I am writing to memorialize the compensation agreement between myself, acting as the Policy Trustee, and ValueOptions, acting as the Administrative Trustee. The terms of that agreement are as follows:

1. The Administrative Trustee, ValueOptions, shall be compensated from the principle and interest of the Trust for the fair market value of those reasonable and appropriate services actually rendered as the Administrative Trustee; provided that the total annual amount of the compensation shall not exceed 8% of the annual amount of trust income and principle expended on services for the beneficiaries of the Trust.
2. Prior to the receipt of any compensation for administrative services, the Administrative Trustee shall submit a statement of services to the Policy Trustee and shall obtain the written approval by the Policy Trustee.
3. The administrative services shall be documented, and such documentation shall be provided to the Policy Trustee upon request.

If you have any questions or concerns, please feel free to contact me. If the terms of this

Compensation Agreement are acceptable to you, please countersign this letter where indicated and return it to me.

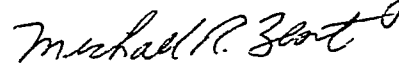
Sincerely,



Ronald Smith
Assistant Director of the ADHS/DBHS and
Policy Trustee of the ComCare Liquidation Proceeds Trust

As the duly authorized agent of ValueOptions, the Administrative Trustee of the ComCare Liquidation Proceeds Trust, I hereby accept the terms of the Compensation Agreement set forth in this letter.

Dated this 16 day of August, 1999



Michael Zent, CEO ValueOptions